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**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

ERIC GLATT, ALEXANDER FOOTMAN,
EDEN ANTALIK, and KANENE GRATTS, on
behalf of themselves and all others similarly
situated,

Plaintiffs,

v.

FOX SEARCHLIGHT PICTURES INC. and FOX
ENTERTAINMENT GROUP, INC.,

Defendants.

No. 11 Civ. 6784 (WHP) (AJP)

**DECLARATION OF RACHEL BIEN IN SUPPORT OF
PLAINTIFFS' MOTION FOR PARTIAL SUMMARY JUDGMENT**

I, Rachel Bien, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am a partner at Outten & Golden LLP, Plaintiffs' counsel herein. I am an attorney in good standing admitted to practice in the State of New York and before this Court.
2. I make the statements in this Declaration based on my personal knowledge and would so testify if called as a witness at trial.

Exhibits

3. Attached as **Exhibit 1** is a true and correct copy of excerpts from the deposition transcript of Defendant Fox Searchlight Pictures, Inc.'s ("Searchlight's") Rule 30(b)(6) witness, Elizabeth Sayre, dated August 15, 2012 ("Sayre Tr.").

4. Attached as **Exhibit 2** is a true and correct copy of excerpts from the deposition transcript of Lake of Tears, Inc.'s Rule 30(b)(6) witness, Scott Franklin, dated November 19, 2012 ("Franklin Tr.").

5. Attached as **Exhibit 3** is a true and correct copy of excerpts from the deposition transcript of Eric Glatt, dated May 11, 2012 ("Glatt Tr.").

6. Attached as **Exhibit 4** is a true and correct copy of excerpts from the deposition transcript of Alexander Footman, dated May 7, 2012 ("Footman Tr.").

7. Attached as **Exhibit 5** is a true and correct copy of excerpts from the deposition transcript of Kanene Gratts, dated December 5, 2012 ("Gratts Tr.").

8. Attached as **Exhibit 6** is a true and correct copy of the Declaration of Eric Glatt ("Glatt Decl.").

9. Attached as **Exhibit 7** is a true and correct copy of the Declaration of Alexander Footman ("Footman Decl.").

10. Attached as **Exhibit 8** is a true and correct copy of the Declaration of Charles Varga ("Varga Decl.").

11. Attached as **Exhibit 9** is a true and correct copy of the Declaration of Theodore Au ("Au Decl.").

12. Attached as **Exhibit 10** is a true and correct copy of the Declaration of Joan Hansen ("Hansen Decl.").

13. Attached as **Exhibit 11** is a true and correct copy of a Pre-Production Calendar, which was marked as Exhibit 2 in the deposition of Scott Franklin.

14. Attached as **Exhibit 12** is a true and correct copy of the *Black Swan* Budget, which was marked as Exhibit 3 in the deposition of Scott Franklin.

15. Attached as **Exhibit 13** are true and correct copies of emails, dated November 19, 2009, regarding a *Black Swan* budget analysis, which were marked as Exhibit 4 in the deposition of Scott Franklin.

16. Attached as **Exhibit 14** are true and correct copies of emails, dated November 18 and 24, 2009, among Eric Glatt, David Farr, and Theodore Au, which were marked as Exhibit 3 in the deposition of Eric Glatt.

17. Attached as **Exhibit 15** is a true and correct copy of an email, dated January 15, 2010, from Eric Glatt to a *Black Swan* crew member, which was marked as Exhibit 5 in the deposition of Eric Glatt.

18. Attached as **Exhibit 16** are true and correct copies of emails, dated January 22, 2010, between Eric Glatt and Jeff Robinson, which were marked as Exhibit 9 in the deposition of Eric Glatt.

19. Attached as **Exhibit 17** is a true and correct copy of an email, dated December 4, 2009, from Theodore Au to Eric Glatt, which was marked as Exhibit 18 in the deposition of Eric Glatt.

20. Attached as **Exhibit 18** is a true and correct copy of the *500 Days of Summer* End Credits, which was marked as Exhibit 5 in the deposition of Kanene Gratts.

21. Attached as **Exhibit 19** is a true and correct copy of a Fox Searchlight Pictures Feature Production Department Memorandum, which was marked as Exhibit 2 in the deposition of Elizabeth Sayre.

22. Attached as **Exhibit 20** is a true and correct copy of an Interoffice Memo, dated October 7, 2009, from Carol A. Celentano, which was marked as Exhibit 4 in the deposition of Elizabeth Sayre.

23. Attached as **Exhibit 21** are true and correct copies of emails, dated November 19, 2009, regarding the *Black Swan* crew deal memo, which were marked as Exhibit 7 in the deposition of Elizabeth Sayre.

24. Attached as **Exhibit 22** is a true and correct copy of the *Black Swan* Production-Finance-Distribution Agreement, which was marked as Exhibit 9 in the deposition of Elizabeth Sayre.

25. Attached as **Exhibit 23** is a true and correct copy of the *500 Days of Summer* Production-Finance-Distribution Agreement, which was marked as Exhibit 10 in the deposition of Elizabeth Sayre.

26. Attached as **Exhibit 24** is a true and correct copy of an email, dated December 7, 2009, from Jennifer Roth, which was marked as Exhibit 15 in the deposition of Elizabeth Sayre.

27. Attached as **Exhibit 25** is a true and correct copy of an email, dated January 11, 2011, between Carol Celentano and Tanya Karn, which was marked as Exhibit 17 in the deposition of Elizabeth Sayre.

28. Attached as **Exhibit 26** are true and correct copies of emails, dated December 8-10, 2008, between Jon Lake and Scott Hyman, which were marked as Exhibit 18 in the deposition of Elizabeth Sayre.

29. Attached as **Exhibit 27** is a true and correct copy of a *Black Swan* cost report, which was marked as Exhibit 22 in the deposition of Elizabeth Sayre.

30. Attached as **Exhibit 28** is a true and correct copy of an email, dated March 19, 2010, from Elizabeth Sayre to Scott Franklin, which was marked as Exhibit 31 in the deposition of Elizabeth Sayre.

31. Attached as **Exhibit 29** is a true and correct copy of an email, dated March 22, 2010, from Elizabeth Sayre to Theodore Au, which was marked as Exhibit 32 in the deposition of Elizabeth Sayre.

32. Attached as **Exhibit 30** is a true and correct copy of a Budget Sign-Off Sheet, which was marked as Exhibit 33 in the deposition of Elizabeth Sayre.

33. Attached as **Exhibit 31** is a true and correct copy of the Fox Feature Budgeting Guidelines, which was marked as Exhibit 34 in the deposition of Elizabeth Sayre.

34. Attached as **Exhibit 32** are true and correct copies of emails, dated September 2, 2009, from Jeremy Powell, which were marked as Exhibit 2 in the deposition of Alexander Footman.

35. Attached as **Exhibit 33** is a true and correct copy of a *Black Swan* Crew List, which was marked as Exhibit 10 in the deposition of Alexander Footman.

36. Attached as **Exhibit 34** is a true and correct copy of the U.S. Department of Labor Wage and Hour Division Fact Sheet #71: Internship Programs Under the Fair Labor Standards Act.

37. Attached as **Exhibit 35** is a true and correct copy of the New York State Department of Labor Fact Sheet: Wage Requirements for Interns in For-Profit Businesses.

38. Attached as **Exhibit 36** is a true and correct copy of an Opinion Letter issued by the State of California Department of Industrial Relations, Division of Labor Standards Enforcement, dated April 7, 2010, regarding an Educational Internship Program.

39. Attached as **Exhibit 37** is a true and correct copy of a *500 Days of Summer* production report, bearing Bates numbers D0001823-1844.

40. Attached as **Exhibit 38** are true and correct copies of *Black Swan* Crew Call Sheets, bearing Bates numbers D0002739-2740 and D0002763-2764.

41. Attached as **Exhibit 39** is a true and correct copy of a *500 Days of Summer* Budget, bearing Bates numbers D0018784-18823.

42. Attached as **Exhibit 40** is a true and correct copy of an email, dated March 5, 2010, from Lindsay Feldman to Teri Maxell and Janice Melton, bearing the Bates number D0041440.

43. Attached as **Exhibit 41** are true and correct copies of emails, dated December 8-9, 2009, among Elizabeth Sayre, Lindsay Feldman, and Janice Melton, bearing Bates numbers D0041662-63.

44. Attached as **Exhibit 42** is a true and correct copy of a *Black Swan* Wrap Memo, dated March 8, 2010, from Lindsay Feldman, bearing Bates numbers D0085022-85023.

45. Attached as **Exhibit 43** is a true and correct copy of *Black Swan* Draft End Credits, dated March. 8, 2010, bearing Bates numbers DS0001809-1820.

46. Attached as **Exhibit 44** is a true and correct copy of a *500 Days of Summer* Crew List, which was marked as Exhibit 7 in the deposition of Kanene Gratts.

47. Attached as **Exhibit 45** is a true and correct copy of the *Black Swan* End Credits, dated Nov. 18, 2010, which was marked as Exhibit 5 in the deposition of Scott Franklin.

48. Attached as **Exhibit 46** is a true and correct copy of an email, dated April 30, 2008, from Paula Thompson to Kanene Gratts, which was marked as Exhibit 4 in the deposition of Kanene Gratts.

49. Attached as **Exhibit 47** is a true and correct copy of an article by Nantiya Ruan, *Same Law, Different Day: A Survey of the Last Thirty Years of Wage Litigation and Its Impact on Low Wage Workers*, Hofstra Lab & Emp. J. (forthcoming 2013).

I declare under penalty of perjury that the foregoing is true and correct.

Dated: February 15, 2013
New York, New York

/s/ Rachel Bien
Rachel Bien

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